UNITED STATES BANKRUPTCY COURT SOUTHERN DISTRICT OF NEW YORK

IN RE:	CASE NUMBER: 17-10466 (SCC)
RUNWAY LIQUIDATION HOLDINGS, LLC, et al.,	}
	}
	} (Jointly Administered)
	}
DEBTORS	CHAPTER 11

DEBTOR'S POST CONFIRMATION QUARTERLY OPERATING REPORT FOR THE PERIOD FROM JUNE 30, 2019 TO SEPTEMBER 28, 2019

Comes now the above-named debtor and files its Post-Confirmation Quarterly Operating Report in accordance with the Guidelines established by the United States Trustee and FRBP 2015.

Dated: _	10/31/19	/s/ Robert J. Feinstein
		Attorney for Plan Administrator

Debtors Address and Phone Number: Runway Liquidation Holdings LLC, et al, PO Box 3919 New York, NY 10163 Tel. (213) 234-3803

Plan Administrator

<u>Dave MacGreevey</u>

<u>ALIXPARTNERS, LLP</u>

<u>909 Third Avenue</u>

28th Floor, New York, NY 10022

Debtor's Contact

John Boken

ALIXPARTNERS, LLP

Chief Financial Officer

Tel. (213-234-3802)

Attorney's Address and Phone Number: Robert J. Feinstein, Esq. Bradford J. Sandler, Esq Steven W. Golden, Esq PACHULSKI STANG ZIEHL & JONES LLP 780 Third Avenue, 34th Floor New York, NY 10017

Bar No.

Tel. (212) 561-7700

QUARTERLY OPERATING REPORT - POST CONFIRMATION

ATTACHMENT NO. 1

QUESTIONNAIRE			
	YES*	NO	
1. Have any assets been sold or transferred outside the normal course of business, or outside the Plan of Reorganization during this reporting period?		X	
2. Are any post-confirmation sales or payroll taxes past due?		X	
3. Are any amounts owed to post-confirmation creditors/vendors over 90 days delinquent?		X	
4. Is the Debtor current on all post-confirmation plan payments?	X		

^{*}If the answer to any of the above questions is "YES," provide a detailed explanation of each item on a separate sheet.

INSURANCE INFORMATION			
	YES	NO*	
Are real and personal property, vehicle/auto, general liability, fire, theft, worker's compensation, and other necessary insurance coverages in effect?	X		
2. Are all premium payments current?		N/A	

^{*}If the answer to any of the above questions is "NO," provide a detailed explanation of each item on a separate sheet.

CONFIRMATION OF INSURANCE			
Type of Policy and Carrier	Period of Coverage	Payment Amount and Frequency	Delinquency Amount
SEE ATTACHMENT 1-B			

DESCRIBE PERTINENT DEVELOPMENTS, EVENTS, AND MATTERS DURING THIS REPORTING PERIOD:

During the period covered by this Quarterly Operating Report, the Plan Administrator and his professionals have been engaged in a variety of activities associated with the wind down of the Post-Effective Date Debtors, including, among other activities, monetizing financial and tangible assets of the estate, managing and satisfying post-confirmation vendor obligations, reviewing, reconciling, and resolving claims, and determining the best course of action for various other open issues, including the disposition of unresolved litigation.

The Plan Administrator and his professionals have made progress on all of the aforementioned activities during the period ended September 28, 2019. Nevertheless, given the complexity of the transition process, a significant volume of wind down issues, and the magnitude of filed claims in this case, the Plan Administrator currently assumes that his responsibilities on behalf of the Post-Effective Date Debtors and its creditors will carry over until some point in 2020.

timated Date of Filing the Application for Final Decree:

I declare under penalty of perjury that this statement and the accompanying documents and reports are true and correct to the best of my knowledge and belief.

This 31st day of October, 2019

JOHN R. BOKEN

CHIEF FINANCIAL OFFICER

RUNWAY LIQUIDATION HOLDINGS, LLC, et al.

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SIGNIFICANT ASSET SALES AND TRANSFERS					
DATE	PURCHASE PRICE	ASSETS SOLD			

One of the principal responsibilities of the Plan Administrator and his professionals is to monetize or dispose of all remaining assets of the Post-Effective Date Debtors. Certain assets and tangible personal property were not sold in connection with the asset sales approved in the Plan and thus remained as assets of the Post-Effective Date Debtors, to be monetized or disposed of by the Plan Administrator.

The relative value of the remaining tangible personal property of the Post-Effective Date Debtors is not material. Given the role and responsibilities of the Plan Administrator, the sale of any such remaining assets are considered ordinary course for purposes of this Quarterly Operating Report.

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Confirmation of Insurance - Paid in Full Premiums						
					Delinquency	
Type of Policy	Carrier	Period of Coverage	Payment Amount	Frequency	Amount	
D&O / 3 year tail	Chubb	07/31/2019 to 01/31/2020	\$25,800.00	Paid in full	N/A	

During the Reporting Period ended December 30, 2017, Runway Liquidation Holdings, LLC and its affiliated Post-Effective Date Debtors terminated all remaining employees and, at this point, no longer remain in possession of any material non-financial assets. As a result, the Plan Administrator determined that certain insurance coverages could be allowed to expire and not be renewed without creating undue risk to the Post-Effective Date Debtors and the wind down process. The Plan Administrator and his representatives have and will continue to evaluate whether additional insurance coverage (other than that coverage that remains in place as of the end of the Reporting Period), or further coordination with insurance providers, is advisable and prudent.

CHAPTER 11 POST-CONFIRMATION SCHEDULE OF RECEIPTS AND DISBURSEMENTS

Case Name: In re: Runway Liquidation Holdings, LLC, et al.

Case Number: 17-10466 (SCC)

POST CONFIRMATION

Date of Plan Confirmation: July 31, 2017

- 1. CASH (Beginning of Period June 30, 2018 Opening)¹
- 2. INCOME or RECEIPTS during the Period²
 - a. GBG Receipts Held for Transfer
 - b. Less: GBG Receipts Held for Transfer (Prior Period)
 - c. Amounts Charged-Back to GBG for GBG costs

Total Receipts

3. **DISBURSEMENTS**

- a. Operating Expenses (Fees/Taxes):
 - (i) U.S. Trustee Quarterly Fees
 - (ii) Federal Taxes
 - (iii) State Taxes
 - (iv) Other Taxes

b. All Other Operating Expenses:

c. Plan Payments:

- (i) Administrative Claims
- (ii) Class One Secured Tax Claims
- (iii) Class Two Other Secured Claims
- (iv) Class Three Other Priority Claims
- (v) Class Four* Term Loan New Tranche A Claims
- (vi) Cure Amounts
- (vii) Other Plan Payments

Total Disbursements (Operating & Plan)

4. CASH (End of Period - September 28, 2019)

N	04000	
	otes:	

¹See Attachment No. 2A

Quarterly	Post Confirmation Total
\$ 4,540,094.18	\$ 6,015,738.72
525,588.48	241,323,715.84
-	(7,492.04)
-	
-	1,059,524.93
-	
5,065,682.66	248,391,487.45

(9,580.27)	(143,539.20)
-	(2,861,819.04)
-	(3,182,749.32)
-	(1,128,379.19)
(741,478.32)	(135,792,062.69)
(76,968.60)	(398,593.12)
-	(63,449.75)
-	(83,969,390.95)
-	(262,807.69)
-	-
-	(5,337,962.54)
-	(10,281,962.10)
	,
(828,027.19)	(244,153,831.98)
(828,027.19)	(244,153,831.98

		\$	4,237,655.47	\$	4,237,655.47
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²See Attachment No. 2B

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The Amended Joint Plan of Reorganization (the "Plan") for BCBG Max Azria Global Holdings, LLC and its Debtor Affiliates became effective on July 31, 2017 (the "Effective Date").

This Quarterly Operating Report ("QOR") covers the period from June 30, 2019 through September 28, 2019. The starting date for the QOR is the first day of the accounting month of July 2019 for Runway Liquidation Holdings, LLC et al. (fka BCBG Max Azria Global Holdings, LLC) (the "Company" or the "Post-Effective Date Debtors") and the day subsequent to the closing date of the June 2019 QOR filed by the Company on July 31, 2019 (Docket 1156).

The Post-Effective Date Debtors have not yet completed the closing of the Company's books and records for the monthly accounting periods ending July 27, 2019, August 31, 2019 and September 28, 2019. As a result, this QOR does not include comparative book balances for each of the existing bank accounts as of the end of the July 2019, August 2019 and September 2019 periods on the attached bank account reconciliation schedules. However, given the nature and timing of its post-Effective Date disbursements, the Company believes that any reconciliation differences between bank and book balances as of those month end dates are immaterial.

In the event that, after closing its books and records for the July 2019, August 2019 and September 2019 periods, the Company identifies any material bank to book reconciliation items for any of its accounts, the Plan Administrator may elect to amend this QOR with any such information.

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For this Reporting Period, the receipts and disbursements information presented at Attachment 2 is net of cash received for the benefit of, and transferred to, Global Brands Group ("GBG"), the entity that acquired the principal assets of BCBG. Any such receipts were not property of the Post-Effective Date Debtors. In connection with the ongoing transition and unwinding of various complex treasury functions and systems, certain GBG cash receipts and payments from customers continued to flow through the Post-Effective Date Debtors' accounts through the quarter ended June 29, 2019.

As of the period-end date of this QOR (September 28, 2019), the Post-Effective Date Debtors were in possession of \$7,492.04 of GBG receipts that were not property of the Post-Effective Date Debtors and had not yet been transferred to GBG. This period-end figure was equal to the amount of GBG receipts held for transfer to GBG as of the prior QOR period end date of June 29, 2019.

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Bank Account Information	Account 1	Account 2
Name of Bank:	PNC	PNC
Account Number:	XXXXXX4852	XXXXXX4844
Purpose of Account (Operating/Payroll/Tax)	Estate Operations Account	GUC Trust Account
Type of Account (e.g. checking)	Business Checking	Business Checking
Balance per Bank Statement (Closing Balance - 07/27/19)	\$3,156,251.99	\$900,000.00

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Bank Account Information	Account 3	Account 4
Name of Bank:	PNC	TD
Account Number:	XXXXXX9565	XXXXXXX2594
Purpose of Account (Operating/Payroll/Tax)	Estate Account	BCBG - Store #415
Type of Account (e.g. checking)	Business Checking	Business Checking
Balance per Bank Statement (Closing Balance - 07/27/19)	\$85,911.84	\$449,707.06

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Bank Account Information	Account 5	Account 6
Name of Bank:	Bank of Hawaii	Bank of Hawaii
Account Number:	XXXXXXX1887	XXXXXXX3651
Purpose of Account (Operating/Payroll/Tax)	BCBG - Stores #406 & #777	BCBG Factory, Waikele
Type of Account (e.g. checking)	Business Checking	ZBA
Balance per Bank Statement (Closing Balance - 07/27/19)	\$23,366.83	\$0.00

Bank Account Information	Account 7
Name of Bank:	Bank of Hawaii
Account Number:	XXXXXXX0640
Purpose of Account (Operating/Payroll/Tax)	BCBG International Market Place
Type of Account (e.g. checking)	ZBA
Balance per Bank Statement (Closing Balance - 07/27/19)	\$0.00

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Bank Account Information	Account 1	Account 2
Name of Bank:	PNC	PNC
Account Number:	XXXXXX4852	XXXXXX4844
Purpose of Account (Operating/Payroll/Tax)	Estate Operations Account	GUC Trust Account
Type of Account (e.g. checking)	Business Checking	Business Checking
Balance per Bank Statement (Closing Balance - 08/31/19)	\$2,977,967.43	\$900,000.00

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Bank Account Information	Account 3	Account 4
Name of Bank:	PNC	TD
Account Number:	XXXXXX9565	XXXXXXX2594
Purpose of Account (Operating/Payroll/Tax)	Estate Account	BCBG - Store #415
Type of Account (e.g. checking)	Business Checking	Business Checking
Balance per Bank Statement (Closing Balance - 08/31/19)	\$85,911.84	\$449,336.89

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Bank Account Information	Account 5	Account 6
Name of Bank:	Bank of Hawaii	Bank of Hawaii
Account Number:	XXXXXXX1887	XXXXXXX3651
Purpose of Account (Operating/Payroll/Tax)	BCBG - Stores #406 & #777	BCBG Factory, Waikele
Type of Account (e.g. checking)	Business Checking	ZBA
Balance per Bank Statement (Closing Balance - 08/31/19)	\$23,172.82	\$0.00

Bank Account Information	Account 7
Name of Bank:	Bank of Hawaii
Account Number:	XXXXXXX0640
Purpose of Account (Operating/Payroll/Tax)	BCBG International Market Place
Type of Account (e.g. checking)	ZBA
Balance per Bank Statement (Closing Balance - 08/31/19)	\$0.00

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Bank Account Information	Account 1	Account 2
Name of Bank:	PNC	PNC
Account Number:	XXXXXX4852	XXXXXX4844
Purpose of Account (Operating/Payroll/Tax)	Estate Operations Account	GUC Trust Account
Type of Account (e.g. checking)	Business Checking	Business Checking
Balance per Bank Statement (Closing Balance - 09/28/19)	\$2,779,798.16	\$900,000.00

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Bank Account Information	Account 3	Account 4
Name of Bank:	PNC	TD
Account Number:	XXXXXX9565	XXXXXXX2594
Purpose of Account (Operating/Payroll/Tax)	Estate Account	BCBG - Store #415
Type of Account (e.g. checking)	Business Checking	Business Checking
Balance per Bank Statement (Closing Balance - 09/28/19)	\$85,911.84	\$448,966.66

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Bank Account Information	Account 5	
Name of Bank:	Bank of Hawaii	Bank of Hawaii
Account Number:	XXXXXXX1887	XXXXXXX3651
Purpose of Account (Operating/Payroll/Tax)	BCBG - Stores #406 & #777	BCBG Factory, Waikele
Type of Account (e.g. checking)	Business Checking ZBA	
Balance per Bank Statement (Closing Balance - 09/28/19)	\$22,978.81	\$0.00

Bank Account Information	Account 7
Name of Bank:	Bank of Hawaii
Account Number:	XXXXXXX0640
Purpose of Account (Operating/Payroll/Tax)	BCBG International Market Place
Type of Account (e.g. checking)	ZBA
Balance per Bank Statement (Closing Balance - 09/28/19)	\$0.00

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CHAPTER 11 POST CONFIRMATION QUARTERLY REPORT CASH DISBURSEMENT DETAILS JULY 2019 ACCOUNTING PERIOD - JUNE 30, 2018 THROUGH JULY 27, 2019

Name of Bank	PNC
Account Number	XXXXXX4852
Purpose of Account (Operating/Payroll/Personal)	Accounts Payable - Controlled Disbursements
Type of Account (e.g., Checking)	Checking

Check Number	Date of Transaction	Payee	Purpose or Description	Amount
Wire Transfer	07/05/19	Sesame Avocats AARP	Corporate	\$ 8,295.00
Wire Transfer	07/05/19	AlixPartners	Corporate	31,242.29
166	07/16/19	Donlin, Recano & Company, Inc.	Corporate	6,991.84
168	07/17/19	Williams Data Management	Corporate	140.05
Wire Transfer	07/19/19	AlixPartners	Corporate	24,201.71
167	07/22/19	Lewis Brisbois Bisgaard & Smith	Corporate	2,924.50
152	07/22/19	Macerich La Cumbre LLC	Corporate	9,322.91
157	07/24/19	TM Wellington Green Mall LP	Corporate	11,606.06
153	07/25/19	Somerset Collection LP	Corporate	436.18
			TOTAL	\$ 95,160.54

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CHAPTER 11 POST CONFIRMATION QUARTERLY REPORT CASH DISBURSEMENT DETAILS AUGUST 2019 ACCOUNTING PERIOD - JULY 27, 2019 THROUGH AUGUST 31, 2019

Name of Bank	PNC
Account Number	XXXXXX4852
Purpose of Account (Operating/Payroll/Personal)	Accounts Payable - Controlled Disbursements
Type of Account (e.g., Checking)	Checking

Check	Date of	_		
Number	Transaction	Payee	Purpose or Description	Amount
171	07/29/19	TRG IMP, LLC #777	Rents	\$ 6,039.63
170	07/29/19	Pachulski Stang Ziehl & Jones	Corporate	281,429.60
Wire Transfer	07/31/19	PNC Bank Fee	Corporate	263.03
169	07/31/19	CT Corporation	Contractors	3,532.00
172	08/01/19	US Trustee	Corporate	9,785.55
Wire Transfer	08/22/19	Citco Nederland B.V. Naritaweg	Corporate	6,389.77
Wire Transfer	08/22/19	AlixPartners	Corporate	50,712.40
176	08/29/19	Pachulski Stang Ziehl & Jones	Corporate	122,294.52
Wire Transfer	08/30/19	PNC Bank Fee	Corporate	338.06
			TOTAL	\$ 480,784.56

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CHAPTER 11 POST CONFIRMATION QUARTERLY REPORT
CASH DISBURSEMENT DETAILS
SEPTEMBER 2019 ACCOUNTING PERIOD - SEPTEMBER 1, 2019 THROUGH SEPTEMBER 28, 2019

Name of Bank	PNC
Account Number	XXXXXX4852
Purpose of Account (Operating/Payroll/Personal)	Accounts Payable - Controlled Disbursements
Type of Account (e.g., Checking)	Checking

Check Number	Date of Transaction	Payee	Purpose or Description	Amount
177	09/04/19	Williams Data Management	Corporate	\$ 164.
175	09/06/19	Lockton Insurance Brokers, LLC	Business Insurance	29,309.
173	09/09/19	Donlin, Recano & Company, Inc.	Corporate	7,036.
174	09/10/19	Lewis Brisbois Bisgaard & Smith	Corporate	5,523.
Wire Transfer	09/20/19	Citco Nederland B.V. Naritaweg	Corporate	7,309.
180	09/25/19	Rigano LLC	Corporate	50,000.
179	09/27/19	Pachulski Stang Ziehl & Jones	Corporate	148,826.
			TOTAL	\$ 248,169.

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CHAPTER 11 POST CONFIRMATION QUARTERLY REPORT CASH DISBURSEMENT DETAILS
JULY 2019 ACCOUNTING PERIOD - JUNE 30, 2018 THROUGH JULY 27, 2019

Name of Bank	TD
Account Number	XXXXXX2594
Purpose of Account (Operating/Payroll/Personal)	TD Bank - Store #415
Type of Account (e.g., Checking)	Checking

Wire	Date of			
Number	Transaction	Payee	Purpose or Description	Amount
Wire Transfer	Various	TD Bank	Service Charges (January - June)	2,218.06
Wire Transfer	07/15/19	TD Bank	Service Charge	372.33
			TOTAL	\$ 2,590.39

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CHAPTER 11 POST CONFIRMATION QUARTERLY REPORT
CASH DISBURSEMENT DETAILS
AUGUST 2019 ACCOUNTING PERIOD - JULY 27, 2019 THROUGH AUGUST 31, 2019

Name of Bank	TD
Account Number	XXXXXX2594
Purpose of Account (Operating/Payroll/Personal)	TD Bank - Store #415
Type of Account (e.g., Checking)	Checking

Wire Number	Date of Transaction	Payee	Purpose or Description	Aı	mount
Wire Transfer	08/15/19	TD Bank	Service Charge		370.17
			TOTAL	\$	370.17

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CHAPTER 11 POST CONFIRMATION QUARTERLY REPORT CASH DISBURSEMENT DETAILS SEPTEMBER 2019 ACCOUNTING PERIOD - SEPTEMBER 1, 2019 THROUGH SEPTEMBER 28, 2019

Name of Bank	TD
Account Number	XXXXXX2594
Purpose of Account (Operating/Payroll/Personal)	TD Bank - Store #415
Type of Account (e.g., Checking)	Checking

Wire Number	Date of Transaction	Payee	Purpose or Description	Amou	ınt
Wire Transfer	09/16/19	TD Bank	Service Charge	3	370.23
		•	TOTAL	\$ 3	370.23

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CHAPTER 11 POST CONFIRMATION QUARTERLY REPORT CASH DISBURSEMENT DETAILS JULY 2019 ACCOUNTING PERIOD - JUNE 30, 2018 THROUGH JULY 27, 2019

Name of Bank	Bank of Hawaii
Account Number	XXX1887
Purpose of Account (Operating/Payroll/Personal)	BCBG - Stores #406 & #777
Type of Account (e.g., Checking)	Business Checking

Wire Number	Date of Transaction	Payee	Purpose or Description	Amou	ınt
Wire Transfer	07/24/19	Bank of Hawaii	Account Analysis Fees	1	94.01
	•	•	TOTAL	\$ 1	94.01

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CHAPTER 11 POST CONFIRMATION QUARTERLY REPORT CASH DISBURSEMENT DETAILS AUGUST 2019 ACCOUNTING PERIOD - JULY 27, 2019 THROUGH AUGUST 31, 2019

Name of Bank	Bank of Hawaii
Account Number	XXX1887
Purpose of Account (Operating/Payroll/Personal)	BCBG - Stores #406 & #777
Type of Account (e.g., Checking)	Business Checking

Wire Number	Date of Transaction	Payee	Purpose or Description	Amount
Wire Transfer	08/26/19	Bank of Hawaii	Account Analysis Fees	194.0
	•	•	TOTAL	\$ 194.0

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CHAPTER 11 POST CONFIRMATION QUARTERLY REPORT CASH DISBURSEMENT DETAILS SEPTEMBER 2019 ACCOUNTING PERIOD - SEPTEMBER 1, 2019 THROUGH SEPTEMBER 28, 2019

Name of Bank	Bank of Hawaii
Account Number	XXX1887
Purpose of Account (Operating/Payroll/Personal)	BCBG - Stores #406 & #777
Type of Account (e.g., Checking)	Business Checking

Wire Number	Date of Transaction	Payee	Purpose or Description	Amount
Wire Transfer	09/24/19	Bank of Hawaii	Account Analysis Fees	194.0
	•	•	TOTAL	\$ 194.0